

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF NEW YORK

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COMPASS-CHARLOTTE 1031, LLC,

Plaintiff,
-against-

PRIME CAPITAL VENTURES, LLC
BERONE CAPITAL FUND, LP
BERONE CAPITAL PARTNERS LLC
BERONE CAPITAL LLC
BERONE CAPITAL EQUITY FUND I, LP
405 MOTORSPORTS LLC f/k/a Berone Capital Equity
Partners LLC

Defendants.

Case No. 24-cv-00055
(MAD/CFH)

LOCAL RULE 7.1(e)
DECLARATION OF
NICOLE L. MILONE

PAUL A. LEVINE, as RECEIVER OF PRIME CAPITAL
VENTURES, LLC,

Third-Party Plaintiff,

-against-

KRIS D. ROGLIERI, TINA M. ROGLIERI,
KIMBERLY HUMPHREY a/k/a KIMMY
HUMPHREY, PRIME COMMERCIAL
LENDING, LLC, COMMERCIAL CAPITAL
TRAINING GROUP-, THE FINANCE
MARKETING GROUP, NATIONAL
ALLIANCE OF COMMERCIAL LOAN
BROKERS LLC and FUPME, LLC,

Third-Party Defendants.

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NICOLE L. MILONE, under penalty of perjury, declares as follows:

1. I am an attorney admitted to practice law before the courts of the State of New York and am admitted to practice law before this Court.
2. I am a member of the law firm Certilman Balin Adler and Hyman, LLP, attorneys

for defendants, Berone Capital Fund, LP, Berone Capital Partners LLC, Berone Capital LLC, Berone Capital Equity Fund I, LP, and 405 Motorsports LLC f/k/a Berone Capital Equity Partners LLC (the “Berone Defendants”) in the above-captioned matter.

3. I respectfully submit this declaration in support of the Berone Defendants’ motion, brought by order to show cause, to vacate the Receivership Order (Dkt. No. 56) as to the Berone Defendants.

4. I make this declaration in accordance with Rule 7.1(e) of the United States District Court for the Northern District of New York Local Rules of Practice and Rule 2(A)(iii) of the Individual Rules and Practices of the Hon. Mae A. D’Agostino, to show that good and sufficient cause exists to forego the standard motion procedure and to proceed on an expedited basis by way of order to show cause.

5. For the reasons more fully set forth in the accompanying Declaration of Jeremiah Beguesse (particularly ¶¶21-26) dated March 7, 2024 (the “Beguesse Dec.”) and the Declaration of Fabian Stone (particularly ¶3), dated March 6, 2024 (the “Stone Dec.”), there is significant financial harm being done to the Berone Defendants as a result of the Receivership Order, which threatens their existence. Their accounts have been blocked or liquidated as well as those accounts holding investments for unrelated clients having nothing to do with Prime, they cannot service their legitimate clients despite a fiduciary duty to do so, and they have not been able to operate their business as a result of the Receivership Order. Moreover, there is insufficient evidence to support the continuation of the Receivership as to the Berone Defendants in light of, among other things, the Plaintiff’s admission that Prime never sent any funds to the Berone Defendants in the year 2023 – the year that Plaintiff sent its \$15 million to Prime. (Beguesse Dec. ¶8, Ex. F, p. 8; Dkt. No. 1, ¶130)

6. Given the imminent threat to the on-going businesses of the Berone Defendants by way of the Receivership and the legal grounds in support of vacating the Receivership as to the Berone Defendants set forth fully in the accompanying memorandum of law, good and sufficient cause exists to proceed by order to show cause.

7. Furthermore, in accordance with Local Civil Rule 7.1(e), reasonable advanced notice of this application has been provided to the parties and the Receiver. On March 7, 2024, at approximately 7:30 p.m., I e-mailed notice of the order to show cause to the attorneys of record for all parties and the Receiver. A copy of that e-mail is attached hereto as Exhibit G.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 8th day of March, 2024.

DATED: March 8, 2024
East Meadow, New York

/s/ Nicole L. Milone
Nicole L. Milone, Esq.